

# **EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: July 15, 2011 @ 4:00 p.m.
	)	Hearing Date: Only if Objection is Timely Filed

**FIFTEENTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	May 1, 2011, through May 31, 2011
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 3,720.00
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$ 493.40

This Applicant's Fifteenth Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees (CDN \$)</b>	<b>Requested Expenses (CDN \$)</b>	<b>Paid Fees (CDN \$)</b>	<b>Paid Expenses (CDN \$)</b>
<b>04/30/2010 Dkt. #24697</b>	<b>December 21, 2009 - March 31, 2010</b>	<b>\$ 98,678.75 Reduction -\$708.50</b>	<b>\$ 10,399.55</b>	<b>\$ 78,943.00 \$ 19,027.25</b>	<b>\$ 10,399.55</b>
<b>06/01/2010 Dkt. #24878</b>	<b>April 1, 2010 – April 30, 2010</b>	<b>\$ 14,765.25</b>	<b>\$ 812.67</b>	<b>\$ 11,812.20 \$ 2,953.05</b>	<b>\$ 812.67</b>
<b>06/30/2010 Dkt. #25015</b>	<b>May 1, 2010 – May 31, 2010</b>	<b>\$ 21,221.25</b>	<b>\$ 3,327.71</b>	<b>\$ 16,977.00 \$ 4,244.25</b>	<b>\$ 3,327.71</b>
<b>07/28/2010 Dkt. #25127</b>	<b>June 1, 2010 – June 30, 2010</b>	<b>\$ 23,507.50</b>	<b>\$ 2,994.15</b>	<b>\$ 18,806.00 \$ 4,701.50</b>	<b>\$ 2,994.15</b>
<b>08/31/2010 Dkt. #25297</b>	<b>July 1, 2010 – July 31, 2010</b>	<b>\$ 17,232.50</b>	<b>\$ 2,259.90</b>	<b>\$ 13,786.00 \$ 3,446.50</b>	<b>\$ 2,259.90</b>
<b>09/29/2010 Dkt. #25497</b>	<b>August 1, 2010 – August 31, 2010</b>	<b>\$ 10,663.75</b>	<b>\$ 1,403.95</b>	<b>\$ 8,531.00 \$ 2,132.75</b>	<b>\$ 1,403.95</b>
<b>10/29/2010 Dkt. #25666</b>	<b>September 1, 2010 – September 30, 2010</b>	<b>\$ 5,833.75</b>	<b>\$ 2,153.94</b>	<b>\$ 4,667.00 \$ 1,166.75</b>	<b>\$ 2,153.94</b>
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00	\$ 2,535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	Pending	Pending

**Fee Detail by Professional for the Period of May 1, 2011, through May 31, 2011:**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>2</sup> (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Fees (CDN \$)</b>
David Thompson	Partner, 23 Years 1988	\$525.00	4.40	\$ 2,310.00
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	1.80	\$ 810.00
Cindy Yates	Law Clerk, 26 Yrs., 1985	\$120.00	5.00	\$ 600.00
<b>Grand Total</b>			<b>11.20</b>	<b>\$ 3,720.00</b>
Blended Rate				\$ 424.57
Blended Rate (excluding Law Clerk time)				\$ 466.70

**Monthly Compensation by Matter Description for the Period of May 1, 2011, through May 31, 2011:**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (CDN \$)</b>
04 - Case Administration	3.85	\$ 1,931.25
11 - Fee Applications, Applicant	7.35	\$ 1,788.75
14 - Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 - Other	0.00	0.00
<b>TOTAL</b>	<b>11.20</b>	<b>\$ 3,720.00</b>

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<sup>2</sup> Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

**Monthly Expense Summary for the Period May 1, 2011, through May 31, 2011:**

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		1.77
Supplies		0.00
Travel – Meals		0.00
Long Distance Calls		6.90
Harmonized Sales Tax (HST) 13%		484.73
<b>TOTAL</b>		<b>493.40</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for May 1, 2011, through May 31, 2011, (this “Monthly Fee Statement”)<sup>3</sup> pursuant to the Modified Order Granting The Canadian ZAI Claimants’ Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before July 15, 2011, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

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<sup>3</sup> Applicant’s Invoice for May 1, 2011, through May 31, 2011, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period May 1, 2011, through May 31, 2011, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$ 3,720.00 and actual and necessary expenses in the amount of CDN \$493.40 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$4,213.40; Actual Interim Payment of CDN \$2,976.00 (80% of the allowed fees) and reimbursement of CDN \$493.40 (100% of the allowed expenses) be authorized for a total payment of CDN \$3,469.40; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines

and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: June 30, 2011

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**

# **EXHIBIT A**



W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION  
DATE:  
May 31, 2011  
OUR FILE NO: 05L121

**Scarfone Hawkins LLP**  
BARRISTERS AND SOLICITORS  
ONE JAMES STREET SOUTH  
14TH FLOOR  
P.O. BOX 926, DEPOT #1  
HAMILTON, ONTARIO  
L8N 3P9

TELEPHONE  
905-523-1333  
  
TELEFAX  
905-523-5878

H.S.T. REGISTRATION NO. **873984314 RT – 0001**

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**CANADIAN ZAI MONTHLY FEE APPLICATION**  
(May 1, 2011 – May 31, 2011)

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DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
05 /03/11	receipt Karen Harvey email re: wire transfer of THF holdback monies	DT	\$525.00	0.10	\$52.50
05 /03/11	Email from Karen Harvey regarding payments of fee applications and hold-back	MGM	\$450.00	0.10	\$45.00
05 /04/11	memos to and from CY re: Karen Harvey wire transfer	DT	\$525.00	0.10	\$52.50
05 /04/11	receipt Dan Hogan email and order, etc., memo to CY re: change of motion date, etc.	DT	\$525.00	0.25	\$131.25
05 /04/11	email to Careen Hannouche with respect to wire transfer of funds	DT	\$525.00	0.10	\$52.50
05 /04/11	Email from Dan Hogan regarding change in scheduling of Omnibus hearing from May 23 to May 25 and attaching Order; review; email from Cindy Yates confirming receipt of fee payments	MGM	\$450.00	0.20	\$90.00
05 /06/11	memos to and from CY, emails to and from Karen Harvey, receipt MGM memo	DT	\$525.00	0.40	\$210.00
05 /06/11	Email from Dan Hogan regarding change in scheduling of Omnibus hearing from May 23 to May 25 and attaching Order; review; email from Cindy Yates confirming receipt of fee payments	MGM	\$450.00	0.20	\$90.00
05 /09/11	memos to and from Cindy Yates re: March account, memo to Matt Moloci, receipt Karen Harvey's email with respect to March account	DT	\$525.00	0.25	\$131.25
05 /09/11	Email from Karen Harvey with attached Certificate of No Objection regarding motion for order appointing CDN ZAI PD claims administrator; review; email reply from David Thompson to Harvey	MGM	\$450.00	0.10	\$45.00
05 /10/11	Emails from Karen Harvey with attached 13th Monthly Fee Applications of Lauzon Belanger, Scarfone Hawkins and The Hogan Firm; review	MGM	\$450.00	0.10	\$45.00

05 /11/11	receipt Dan Hogan email and order appointing Collectiva as Claims Administrator, emails to and from Careen Hannouche, memos to and from Cindy Yates regarding submission of March account, etc., email to Dan Hogan, memo to Cindy Yates	DT	\$525.00	0.40	\$210.00
05 /11/11	memos to and from Cindy Yates, receipt and review March application for monthly account and approve same	DT	\$525.00	0.25	\$131.25
05 /11/11	Email from Dan Hogan attaching signed order for appointment of CDN ZAI PD claims administrator; emails from and to David Thompson, Careen Hannouche and Hogan regarding appointment and next steps;	MGM	\$450.00	0.20	\$90.00
05 /11/11	Emails from and to Cindy Yates regarding SH LLP Monthly Fee Application for March 2011; email from Yates to Karen Harvey with attached draft fee application; review	MGM	\$450.00	0.10	\$45.00
05 /12/11	emails to and from Karen Harvey, review and sign certification of counsel and return to Karen Harvey	DT	\$525.00	0.25	\$131.25
05 /12/11	Emails from Karen Harvey with attached 13th Monthly Fee Applications of Lauzon Belanger, Scarfone Hawkins and Hogan Firm; review	MGM	\$450.00	0.10	\$45.00
05 /13/11	email to Karen Harvey, receipt and review quarterly application, execute certification and return to Karen Harvey, discuss with Cindy Yates	DT	\$525.00	0.25	\$131.25
05 /13/11	receipt of and respond to class member inquiries re: status of settlement, etc.	DT	\$525.00	0.25	\$131.25
05 /13/11	Various emails from Karen Harvey with attached final versions of 5th Quarterly and 13th Monthly Fee Applications of Lauzon Belanger, Scarfone Hawkins and Hogan Firm; review	MGM	\$450.00	0.10	\$45.00
05 /17/11	receipt Careen Hannouche letter re: Dan Hogan account, memo to Cindy Yates to make payment	DT	\$525.00	0.10	\$52.50
05 /17/11	letter to Careen Hannouche and Michel Belanger re: Claims Administrator Process and meeting with Collectiva for June, 2011	DT	\$525.00	0.25	\$131.25
05 /17/11	Email from David Thompson to Michel Belanger and Careen Hannouche regarding proposed meetings with Lauzon, Belanger, Collectiva and Pinchin Environmental for further development of claims process; email reply from Hannouche; further email from Thompson regarding scheduling of proposed meetings	MGM	\$450.00	0.20	\$90.00
05 /18/11	emails to and from Careen Hannouche re: Collectiva meeting	DT	\$525.00	0.35	\$183.75
05 /18/11	memos to and from MGM re: possible meeting with Collectiva and email to Careen Hannouche regarding timing	DT	\$525.00	0.10	\$52.50
05 /18/11	Emails from and to David Thompson regarding proposed meeting with Lauzon, Belanger and Collectiva concerning claims administration; further conference with Thompson regarding proposed meetings and Pinchin Environmental	MGM	\$450.00	0.10	\$45.00
05 /20/11	Email from David Thompson to Careen Hannouche regarding claims administration, protocol and proposed meeting; email from Thompson to Don Pinchin regarding proposed meeting for review and consideration of claims administration and retention as expert; review	MGM	\$450.00	0.20	\$90.00

05 /24/11	receipt Karen Harvey email inquiring with respect to status of our April account, memo to MGM	DT	\$525.00	0.10	\$52.50
05 /24/11	emails to and from Don Pinchin to arrange lunch meeting	DT	\$525.00	0.10	\$52.50
05 /25/11	arrange lunch meeting with Don Pinchin	DT	\$525.00	0.25	\$131.25
05 /25/11	follow-up email to Careen Hannouche re: meeting in Montreal	DT	\$525.00	0.10	\$52.50
05 /26/11	emails to and from class member inquiring as to status	DT	\$525.00	0.10	\$52.50
05 /30/11	email from Matt Moloci advising that his April dockets were now complete and Cindy Yates could proceed to render the April account	DT	\$525.00	0.10	\$52.50
05 /31/11	finalize fee application, review same with Cindy Yates, sign and send to Karen Harvey and Dan Hogan	DT	\$525.00	0.25	\$131.25
05 /31/11	Email from Cindy Yates to Karen Harvey with attached SH monthly fee application for April, 2011; review	MGM	\$450.00	0.10	\$45.00
05 /31/11	review dockets for period May 1, 2011 to May 31, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of May 1, 2011 to May 31, 2011	LC	\$120.00	5.0	\$600.00
<b>SUB-TOTAL</b>				<b>11.20</b>	<b>\$3,720.00</b>

<b>TIMEKEEPER</b>	<b>ID</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL</b>	<b>PLUS 13% H.S.T</b>
DAVID THOMPSON	DT	4.40	\$525.00	\$2,310.00	\$300.30
MATTHEW G. MOLOCI	MGM	1.80	\$450.00	\$810.00	\$105.30
LAW CLERK Cindy Yates 25 years	CY	5.00	\$120.00	\$600.00	\$78.00
<b>SUB-TOTAL:</b>		<b>11.20</b>		<b>\$3,720.00</b>	<b>\$483.60</b>
<b>TOTAL FEES AND TAXES:</b>	<b>\$4,203.60</b>				

**DISBURSEMENTS SUMMARY**

<b>DATE</b>	<b>DISBURSEMENT</b>	<b>H.S.T EXEMPT</b>	<b>H.S.T NON-EXEMPT</b>	<b>PLUS 13% H.S.T</b>	<b>TOTAL</b>
05/01/11 05/31/11	Postage – 3 letters at .59 cents – class member inquiries		\$1.77	\$0.23	\$2.00
05/01/11 05/31/11	Long Distance Calls – Various calls from May 1, 2011 – May 31, 2011		\$6.90	\$0.90	\$7.80
<b>TOTAL DISBURSEMENTS:</b>			<b>\$8.67</b>	<b>\$1.13</b>	<b>\$9.80</b>

<b>TOTAL FEES AND APPLICABLE TAXES:</b>	<b>\$4,213.40</b>
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THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

**\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.**

\*\* HST of 13% came into effect July 1, 2010  
replacing GST of 5%

# **EXHIBIT B**

**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: SS  
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:


1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.

  
David Thompson

SWORN AND SUBSCRIBED

Before me this 30<sup>th</sup> day of June, 2011.

  
Notary Public  
My Commission Expires: \_\_\_\_\_

Cindy Lea Yates, a Commissioner, etc.,  
City of Hamilton, for Scarfone Hawkins LLP,  
Barristers and Solicitors.  
Expires March 21, 2012.